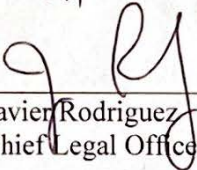


INDIVIOR PLC
OFFICER'S CERTIFICATE

The undersigned, Javier Rodriguez, the Chief Legal Officer and corporate representative of Indivior PLC ("Indivior"), a company registered in England and Wales, DOES HEREBY CERTIFY that attached hereto as Exhibit A is a true, correct and complete copy of the resolutions approved by the Board of Directors of Indivior, dated July 23, 2020 authorizing Javier Rodriguez to execute and deliver on behalf of Indivior the Resolution Agreement between Indivior and the United States Attorney's Office for the Western District of Virginia ("USAO-WDVA") and the United States Department of Justice's Consumer Protection Branch ("CPB"), together with other documents listed therein, to resolve the matter of *United States v. Indivior*, 1:19-Cr-016 (JPJ) (W.D. Va.) and related civil and regulatory matters described in the Resolution Agreement, which resolution has not been amended or rescinded as of the date hereof.

July 24, 2020



Javier Rodriguez
Chief Legal Officer

Exhibit A

RESOLUTIONS OF
THE BOARD OF DIRECTORS OF INDIVIOR PLC

July 23, 2020

WHEREAS, Indivior PLC (“Indivior”), registered in England and Wales, was charged with offenses in an indictment and superseding indictment in the Western District of Virginia captioned *United States v. Indivior Inc. and Indivior PLC*, 1:19-Cr-016 (JPJ) (the “Charged Case”).

WHEREAS, the Charged Case is being prosecuted by the United States Attorney’s Office for the Western District of Virginia (“USAO-WDVA”) and the United States Department of Justice’s Consumer Protection Branch (“CPB”).

WHEREAS, Indivior Solutions, Inc. (“Indivior Solutions”), is a Delaware corporation and a wholly owned indirect subsidiary of Indivior.

WHEREAS, the USAO-WDVA and CPB have agreed to resolve the Charged Case on the terms set forth in the Resolution Agreement, and the documents referenced therein, which among other terms, contemplates dismissal of the Charged Case and a Plea Agreement between USAO-WDVA, CPB and Indivior Solutions, that would require Indivior Solutions, to plead guilty to one count of making false statements relating to health care matters, in violation of Title 18 United States Code, Section 1035.

WHEREAS, the Board of Directors has agreed to resolve the Charged Case pursuant to the Resolution Agreement, and the documents referenced therein, which were presented to the Indivior Board of Directors (“Board of Directors”).

WHEREAS, Indivior has been in discussions with the Department of Justice, Civil Division, USAO-WDVA, and the United States Attorney’s Office for the District of New Jersey (USAO-DNJ) related to civil fraud allegations related to the marketing, sale, promotion and distribution of Suboxone Film in the United States and has agreed to resolve those allegations in connection with the following matters:

- *United States ex rel. Kruszewski v. Reckitt Benckiser Pharms., Inc.* (D.N.J.)
- *United States ex rel. Finkelstein v. Reckitt Benckiser Pharms., Inc.* (W.D. Va.)
- *United States ex rel. Williams v. Reckitt Benckiser, Inc.* (W.D. Va.)
- *United States ex rel. Scott v. Reckitt Benckiser Pharms.* (D.N.J.)
- *United States ex rel. Lemons v. Reckitt Benckiser Pharms.* (W.D. Va.)

- *United States ex rel. Greene v. Indivior PLC* (D.N.J.)

WHEREAS, Indivior has been in discussions with governmental authorities to resolve certain regulatory matters arising from the marketing, sale, promotion and distribution of Suboxone Film in the United States by way of a corporate integrity agreement.

WHEREAS, the Federal Trade Commission (“FTC”) has an open investigation that relates to the marketing of Suboxone and other matters, and has agreed to close its investigation in exchange for Indivior Inc.’s consent to the entry of a Stipulated Order For Permanent Injunction And Equitable Monetary Relief.

WHEREAS, the Board of Directors has agreed to resolve these certain civil and regulatory matters as set forth in the Resolution Agreement, the documents referenced therein, and the corporate integrity agreement.

IT IS HEREBY RESOLVED, that the Resolution Agreement between the USAO-WDVA and CPB and Indivior (the “Resolution Agreement”) in the form presented to the Board of Directors at the meeting on July 23, 2020 is approved; and further

RESOLVED, that the waiver of indictment (“Waiver of Indictment”) by Indivior Solutions in the form presented to the Board of Directors at the meeting on July 23, 2020 is approved; and further

RESOLVED, that the Plea Agreement between the USAO-WDVA and CPB and Indivior Solutions (the “Plea Agreement”) in the form presented to the Board of Directors at the meeting on July 23, 2020 is approved; and further

RESOLVED, that the Settlement Agreement among the United States of America, acting through the United States Department of Justice and on behalf of the Office of Inspector General of the Department of Health and Human Services, the Defense Health Agency, acting on behalf of the TRICARE Program; the Office of Personnel Management, which administers the Federal Employees Health Benefits Program (“FEHBP”); the Office of Workers Compensation Programs of the United States Department of Labor (“DOL-OWCP”); and the United States Department of Veteran Affairs, Indivior and relators Stefan Kruszewski, The Stuart J. Finkelstein Trust, by and through its Trustee, Robert A. Finkelstein, Ann Marie Williams, Gail Scott, Christina Lemons, Mitchel Greene, through their authorized representatives (the “Civil Settlement Agreement”), in the form presented to the Board of Directors is approved; and further

RESOLVED, that the Agreed Order of Forfeiture between the United States of America and Indivior Solutions Inc. (the “Agreed Order of Forfeiture”) in the form presented to the Board of Directors is approved; and further

RESOLVED, that the Corporate Integrity Agreement (“CIA”) between the Office of Inspector General (“OIG”) of the United States Department of Health and Human Services (“HHS”) and Indivior Inc., in the form presented to the Board of Directors is approved; and further

RESOLVED, that the Stipulated Order for Permanent Injunction and Other Equitable Monetary Relief between the FTC and Indivior Inc. (“Permanent Injunction”), in the form presented to the Board of Directors is approved, (the Resolution Agreement, Waiver of Indictment, Plea Agreement, Civil Settlement Agreement, the Agreed Order of Forfeiture, CIA and the Permanent Injunction are hereinafter collectively referred to as the “Settlement Documents”); and further

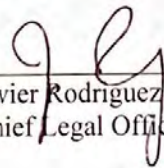
RESOLVED, that Javier Rodriguez as the Chief Legal Officer of Indivior, is hereby authorized and directed to execute and deliver in the name and on behalf of Indivior the Settlement Documents, each in the form or substantially in the form presented to the Board of Directors, with such changes, additions and modifications thereto as he shall approve, such approval to be conclusively evidenced by his execution and delivery thereof; and further

RESOLVED, that Javier Rodriguez as the Chief Legal Officer of Indivior, is hereby authorized and directed to make, execute and deliver, or cause to be made, executed and delivered, all such agreements, documents, instruments and other papers, and to do or cause to be done on behalf of Indivior all such acts, as he may deem necessary or appropriate to carry out the purposes and intent of the foregoing resolutions, including, but not limited to, appearing on behalf of Indivior in the United States District Court for the Western District of Virginia, Abingdon Division, in order to make any statement or statements on behalf of Indivior he deems appropriate in connection with the resolution of the Charged Case in accordance with the Settlement Documents.

INDIVIOR INC.
OFFICER'S CERTIFICATE

The undersigned, Javier Rodriguez, the Chief Legal Officer and corporate representative of Indivior Inc. ("Indivior"), a Delaware corporation and a wholly owned subsidiary of Indivior PLC, DOES HEREBY CERTIFY that attached hereto as Exhibit A is a true, correct and complete copy of the resolutions approved by the Board of Directors of Indivior, dated July 23, 2020 authorizing Javier Rodriguez to execute and deliver on behalf of Indivior the Resolution Agreement between Indivior and the United States Attorney's Office for the Western District of Virginia ("USAO-WDVA") and the United States Department of Justice's Consumer Protection Branch ("CPB"), together with other documents listed therein, to resolve the matter of *United States v. Indivior*, 1:19-Cr-016 (JPJ) (W.D. Va.) and related civil and regulatory matters described in the Resolution Agreement, which resolution has not been amended or rescinded as of the date hereof.

July 24, 2020



Javier Rodriguez
Chief Legal Officer

Exhibit A

UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS OF INDIVIOR INC.

WHEREAS, Indivior Inc. ("Indivior"), a Delaware corporation and a wholly owned subsidiary of Indivior PLC, was charged with offenses in an indictment and superseding indictment in the Western District of Virginia captioned *United States v. Indivior Inc. and Indivior PLC*, 1:19-Cr-016 (JPJ) (the "Charged Case").

WHEREAS, the Charged Case is being prosecuted by the United States Attorney's Office for the Western District of Virginia ("USAO-WDVA") and the United States Department of Justice's Consumer Protection Branch ("CPB").

WHEREAS, Indivior Solutions, Inc. ("Indivior Solutions"), is a Delaware corporation and a wholly owned subsidiary of Indivior.

WHEREAS, the USAO-WDVA and CPB have agreed to resolve the Charged Case on the terms set forth in the Resolution Agreement, and the documents referenced therein, which among other terms, contemplates dismissal of the Charged Case and a Plea Agreement between USAO-WDVA, CPB and Indivior Solutions, that would require Indivior Solutions, to plead guilty to one count of making false statements relating to health care matters, in violation of Title 18 United States Code, Section 1035.

WHEREAS, the Board of Directors has unanimously agreed to resolve the Charged Case pursuant to the Resolution Agreement, and the documents referenced therein, which were presented to the Indivior Board of Directors ("Board of Directors").

WHEREAS, Indivior has been in discussions with the Department of Justice, Civil Division, USAO-WDVA, and the United States Attorney's Office for the District of New Jersey (USAO-DNJ) related to civil fraud allegations related to the marketing, sale, promotion and distribution of Suboxone Film in the United States and has agreed to resolve those allegations in connection with the following matters:

- *United States ex rel. Kruszewski v. Reckitt Benckiser Pharms., Inc.* (D.N.J.)
- *United States ex rel. Finkelstein v. Reckitt Benckiser Pharms., Inc.* (W.D. Va.)
- *United States ex rel. Williams v. Reckitt Benckiser, Inc.* (W.D. Va.)
- *United States ex rel. Scott v. Reckitt Benckiser Pharms.* (D.N.J.)
- *United States ex rel. Lemons v. Reckitt Benckiser Pharms.* (W.D. Va.)
- *United States ex rel. Greene v. Indivior PLC* (D.N.J.)

WHEREAS, Indivior has been in discussions with governmental authorities to resolve certain regulatory matters arising from the marketing, sale, promotion and distribution of Suboxone Film in the United States by way of a corporate integrity agreement.

WHEREAS, the Federal Trade Commission ("FTC") has an open investigation that relates to the marketing of Suboxone and other matters and has agreed to close its investigation in exchange for Indivior Inc.'s consent to the entry of a Stipulated Order For Permanent Injunction And Equitable Monetary Relief.

WHEREAS, the Board of Directors has unanimously agreed to resolve these certain civil and regulatory matters as set forth in the Resolution Agreement, the documents referenced therein, and the corporate integrity agreement.

IT IS HEREBY RESOLVED, that the Resolution Agreement between the USAO-WDVA and CPB and Indivior (the "Resolution Agreement") in the form presented to the Board of Directors at the meeting on July 23, 2020 is approved; and further

RESOLVED, that the waiver of indictment ("Waiver of Indictment") by Indivior Solutions in the form presented to the Board of Directors at the meeting on July 23, 2020 is approved; and further

RESOLVED, that the Plea Agreement between the USAO-WDVA and CPB and Indivior Solutions (the "Plea Agreement") in the form presented to the Board of Directors at the meeting on July 23, 2020 is approved; and further

RESOLVED, that the Settlement Agreement among the United States of America, acting through the United States Department of Justice and on behalf of the Office of Inspector General of the Department of Health and Human Services, the Defense Health Agency, acting on behalf of the TRICARE Program; the Office of Personnel Management, which administers the Federal Employees Health Benefits Program ("FEHBP"); the Office of Workers Compensation Programs of the United States Department of Labor ("DOL-OWCP"); and the United States Department of Veteran Affairs, Indivior and relators Stefan Kruszewski, The Stuart J. Finkelstein Trust, by and through its Trustee, Robert A. Finkelstein, Ann Marie Williams, Gail Scott, Christina Lemons, Mitchel Greene, through their authorized representatives (the "Civil Settlement Agreement"), in the form presented to the Board of Directors is approved; and further

RESOLVED, that the Agreed Order of Forfeiture between the United States of America and Indivior Solutions Inc. (the "Agreed Order of Forfeiture") in the form presented to the Board of Directors is approved; and further

RESOLVED, that the Corporate Integrity Agreement ("CIA") between the Office of Inspector General ("OIG") of the United States Department of Health and Human Services ("HHS") and Indivior, in the form presented to the Board of Directors is approved; and further

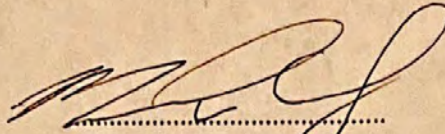
RESOLVED, that the Stipulated Order for Permanent Injunction and Other Equitable Monetary Relief between the FTC and Indivior ("Permanent Injunction"), in the form presented

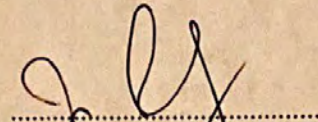
to the Board of Directors is approved, (the Resolution Agreement, Waiver of Indictment, Plea Agreement, Civil Settlement Agreement, the Agreed Order of Forfeiture, CIA and the Permanent Injunction are hereinafter collectively referred to as the "Settlement Documents"); and further

RESOLVED, that Javier Rodriguez as the Chief Legal Officer of Indivior, is hereby authorized and directed to execute and deliver in the name and on behalf of Indivior the Settlement Documents, each in the form or substantially in the form presented to the Board of Directors, with such changes, additions and modifications thereto as he shall approve, such approval to be conclusively evidenced by his execution and delivery thereof; and further

RESOLVED, that Javier Rodriguez as the Chief Legal Officer of Indivior, is hereby authorized and directed to make, execute and deliver, or cause to be made, executed and delivered, all such agreements, documents, instruments and other papers, and to do or cause to be done on behalf of Indivior all such acts, as he may deem necessary or appropriate to carry out the purposes and intent of the foregoing resolutions, including, but not limited to, appearing on behalf of Indivior in the United States District Court for the Western District of Virginia, Abingdon Division, in order to make any statement or statements on behalf of Indivior he deems appropriate in connection with the resolution of the Charged Case in accordance with the Settlement Documents.

IN WITNESS WHEREOF, the undersigned Directors have duly executed this Unanimous Written Consent as of this 23rd day of July 2020


.....
Mark Wesley Crossley


.....
Javier Rodriguez

.....
Richard Simkin

IN WITNESS WHEREOF, the undersigned Directors have duly executed this Unanimous Written Consent as of this 23rd day of July 2020

.....
Mark Wesley Crossley

.....
Javier Rodriguez


.....
Richard Simkin